

Susheel Kirpalani  
Katherine Lemire  
Kate Scherling  
Zachary Russell  
**QUINN EMANUEL URQUHART & SULLIVAN**  
**LLP**  
51 Madison Avenue, 22nd Floor  
New York, New York 10010  
Telephone: (212) 489-7000  
Facsimile: (212) 846-4900

*Special Counsel to Debtor Voyager Digital, LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	: Case No. 22-10943 (MEW)
Debtors.	: (Jointly Administered)
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Name of Applicant:	Quinn Emanuel Urquhart & Sullivan, LLP
Name of Client:	Voyager Digital, LLC
Retention Date:	July 13, 2022
Time Period Covered:	July 13, 2022, through July 31, 2022
Total Fees Requested:	\$195,264.00 <sup>2</sup>
Total Expenses Requested:	\$137.65
Type of Fee Statement	Monthly Fee Statement

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S Miami Ave, 8th Floor, Miami, FL 33131.

<sup>2</sup> Quinn Emanuel agreed with Voyager Digital, LLC ("Voyager LLC") to a 10% discount off of its customary fees. The Net Billed Fees reflect the fees actually billed to Voyager LLC after this 10% discount is applied. Accordingly, the total fees requested herein represent 80% of the Net Billed Fees.

**FIRST MONTHLY FEE STATEMENT OF QUINN EMANUEL URQUHART &  
SULLIVAN, LLP FOR COMPENSATION FOR SERVICES RENDERED AS SPECIAL  
COUNSEL TO VOYAGER DIGITAL, LLC DURING THE PERIOD OF JULY 13, 2022,  
THROUGH JULY 31, 2022**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases (the “Local Guidelines”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals for Retained Professionals and (II) Granting Related Relief* entered August 4, 2022 (the “Interim Compensation Order”) (Dkt. No. 236), Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), special counsel to Voyager LLC,<sup>3</sup> hereby files its *First Monthly Fee Statement for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Counsel to Voyager Digital LLC During the Period of July 13, 2022, through July 31, 2022* (the “First Monthly Fee Statement”), for the amount of \$195,264.00, which represents 80% of the total fees incurred by Quinn Emanuel for reasonable and necessary professional services rendered, and \$137.65 for the reimbursement of the actual and necessary expenses incurred from July 13, 2022 through July 31, 2022 (the “Fee Period”), for a total of \$195,401.65.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support of this First Monthly Fee Statement, Quinn Emanuel has attached the following:

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<sup>3</sup> This Court approved on August 4, 2022 the retention of Quinn Emanuel as Special Counsel to Voyager LLC effective July 13, 2022. See Dkt. No. 242.

Exhibit A is a summary schedule of hours and fees covered by this First Monthly Fee Statement, categorized by project code;

Exhibit B is a summary schedule of the time expended by all Quinn Emanuel professionals and paraprofessionals engaged in the representation of Voyager LLC during the Fee Period;

Exhibit C is a summary of expenses incurred by Quinn Emanuel during the Fee Period; and

Exhibit D is a detailed invoice for the hours expended and fees incurred by Quinn Emanuel professionals and paraprofessionals engaged in the representation of Voyager LLC during the Fee Period.

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this First Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Quinn Emanuel reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee statements and applications will be filed in accordance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, Local Guidelines, and the Interim Compensation Order.

### **Notice**

3. Notice of this First Monthly Fee Statement has been provide to all necessary parties in accordance with the Interim Compensation Order.

4. Objections to this First Monthly Fee Statement, if any, must be filed by the objection deadline and served upon Quinn Emanuel, 51 Madison Ave., New York, NY 10001, Attn: Susheel Kirpalani, Esq., and Zachary Russell, Esq.; Email: susheelkirpalani@quinnemanuel.com; zacharyrussell@quinnemanuel.com, no later than Tuesday September 13, 2022, at 12:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”).

Objections to this First Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amount of fees or expenses at issue.

5. If no objection to this First Monthly Fee Statement is received by the Objection Deadline, Voyager LLC shall promptly pay Quinn Emanuel 80% of the fees and 100% of the expenses as identified in this First Monthly Fee Statement. To the extent that an objection to this First Monthly Fee Statement is received by the Objection Deadline, Voyager LLC shall withhold payment of that portion of this First Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and expenses in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

WHEREFORE, Quinn Emanuel Urquhart & Sullivan, LLP respectfully requests payment of \$195,264.00, which represents 80% of the total fees incurred by Quinn Emanuel for reasonable and necessary professional services rendered during the Fee Period and \$137.65 for the reimbursement of the actual and necessary expenses incurred during the Fee Period for a total of \$195,401.65.

Respectfully submitted this 30th day of August, 2022.

New York, New York

Quinn Emanuel Urquhart &  
Sullivan, LLP

/s/ Susheel Kirpalani

Susheel Kirpalani

Kate Scherling

Zachary Russell

51 Madison Avenue, 22nd Floor

New York, New York 10010

Telephone: (212) 849-7000

Facsimile: (212) 849-7100

*Special Counsel to Voyager Digital LLC*



**EXHIBIT A**

<b>PROJECT CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>	<b>TOTAL FEES BILLED TO VOYAGER LLC AFTER APPLICATION OF 10% DISCOUNT</b>
VO02	Fee Applications	3.60	\$6,228.00	\$5,605.20
VO03	Employment Applications	55.70	\$71,391.00	\$64,251.90
VO05	Special Committee Investigation	137.40	\$193,581.00	\$174,222.90
<b>TOTAL</b>		<b>196.7</b>	<b>\$271,200</b>	<b>\$244,080</b>

**EXHIBIT B**

<b>PROFESSIONAL</b>	<b>TITLE</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Susheel Kirpalani	Partner	25.30	\$2,130.00	\$53,889.00
Katherine Lemire	Partner	5.70	\$1,770.00	\$10,089.00
Katherine A. Scherling	Counsel	44.40	\$1,350.00	\$59,940.00
Meredith Mandell	Associate	13.00	\$1,230.00	\$15,990.00
Zachary Russell	Associate	94.10	\$1,230.00	\$115,743.00
Joanna Caytas	Associate	14.20	\$1,095.00	\$15,549.00
<b>Total</b>		<b>196.7</b>		<b>\$271,200</b>

**EXHIBIT C**

<b>EXPENSE</b>	<b>COST</b>
Document Reproduction	\$50.10
Color Document Reproduction	\$74.80
Word processing	\$9.00
Velobind	\$3.75
<b>Total</b>	<b>\$137.65</b>



**EXHIBIT D**

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865 S. Figueroa Street, 10th Floor  
Los Angeles, California 90017

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| SALT LAKE CITY | RIYADH |

August 16, 2022

Jill Frizzley and Timothy Pohl  
Independent Directors  
Voyager Digital, LLC  
33 Irving Place  
New York, New York 10013

Matter #: 11603-00001  
Invoice Number: 101-0000139142  
Responsible Attorney: Susheel Kirpalani

Limited Engagement For Voyager Digital, LLC Special Committee

For Professional Services through July 31, 2022 in connection with acting as special counsel to Voyager Digital, LLC to render independent services at the sole direction of the special committee of Voyager LLC, comprising Mr. Timothy Pohl and Ms. Jill Frizzley, (the "Independent Directors"), in connection with the Special Committee's (a) investigation of any historical transactions, public reporting, or regulatory issues undertaken by or relating to Voyager LLC, (b) investigation with respect to any potential estate claims and causes of action against insiders of Voyager LLC, and (c) any matters otherwise within the Special Committee's mandate.

Fees	\$271,200.00
10% Discount	<u>-\$27,120.00</u>
Net Billed Fees	\$244,080.00
Expenses	<u>\$137.65</u>
Net Amount	\$244,217.65
Total Due This Invoice	<u><u>\$244,217.65</u></u>

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## Statement Detail

### VO02 Fee Applications

07/16/22	ZR1	Prepare retention application (1.6).	1.60	1,968.00
07/20/22	SK2	TC w/D. Brosgol re retention application, scope of work issues, comments to draft (.9); correspond w/Z. Russell, K. Scherling re revisions to application (.3).	1.20	2,556.00
07/21/22	SK2	Review questions of R. Morrissey (UST) and respond to same (.3); final review of retention application, accompanying declaration (.5).	0.80	1,704.00
SUBTOTAL			3.60	6,228.00

### VO03 Employment Applications

07/13/22	ZR1	Correspondence with KS/SK re representation (.3); Review Judge's rules re retention and docket entities for case background and retention requirements (2.9).	3.20	3,936.00
07/14/22	KS2	Draft Quinn Emanuel Retention Application (2.20); prepare first draft of supporting declarations (3.10); analysis and correspondence w/SK & ZR re: parties in interest list and client database search (1.80).	7.10	9,585.00
07/15/22	ZR1	Prepare retention application (7.5).	7.50	9,225.00
07/15/22	KS2	Revise retention application and supporting declarations (1.70); correspondence with Z. Russell re: same and client database search (.40); review motion to honor certain customer withdrawals (.40); correspondence with Independent Directors re: same (.10)	2.60	3,510.00
07/16/22	KS2	Review Z. Russell revisions to retention application (1.40); further revise retention application and supporting	3.20	4,320.00

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		documentation (1.80).		
07/17/22	ZR1	Call with KS re retention application (.3); prepare retention application (1.8).	2.10	2,583.00
07/17/22	KS2	Call with Z. Russell re: retention application issues (.30); revise retention application and supporting documentation (1.10); draft email to S. Kirpalani re: retention application (.30)	1.70	2,295.00
07/18/22	KS2	Multiple rounds of revisions to retention application and Kirpalani declaration (2.10); correspondence with Z. Russell and S. Kirpalani re: same (.30);	2.40	3,240.00
07/18/22	ZR1	Prepare retention application and supporting documentation (4.9).	4.90	6,027.00
07/19/22	KS2	Zoom with S. Kirpalani and Z. Russell re: retention application (.40); review revisions to same (.40).	0.80	1,080.00
07/19/22	ZR1	Review and revise retention application (1.3); call KS/SK re same (.4).	1.70	2,091.00
07/20/22	KS2	Review and revise retention application, Kirpalani declaration, and client declaration (2.30); multiple calls with Z. Russell and S. Kirpalani re: application (.60); correspondence with Kirkland re: parties in interest list and other retention application matters (.40).	3.30	4,455.00
07/20/22	ZR1	Prepare retention filings (3.7); calls with team re same (.5); review and revise same (3.4).	7.60	9,348.00
07/21/22	ZR1	Review and revise retention application (4.4); review and address UST comments to same (.3).	4.70	5,781.00
07/21/22	KS2	Further revisions to retention application and declarations (1.80); respond to UST questions regarding application (.40); correspondence with S. Kirpalani and Z. Russell re: same (.20); call with S. Kirpalani re: same (.10).	2.50	3,375.00

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07/28/22	KS2	Review revised proposed order (.10); correspondence with Z. Russell and S. Kirpalani re: same (.20); correspondence with Kirkland re: same and filing (.10).	0.40	540.00
SUBTOTAL			55.70	71,391.00

## VO05 Special Committee Investigation

07/13/22	SK2	Begin familiarizing w/case background and review of first day's (1.2); review special committee resolution and mandate (.9); reviewing public materials about Three Arrows Capital (1.1)	3.20	6,816.00
07/13/22	KS2	Review case docket (.80); review First Day Declaration (1.20); review first day motions (2.80)	4.80	6,480.00
07/14/22	ZR1	Call with KS re case background (.6); review first day materials and filings (2.2).	2.80	3,444.00
07/18/22	KS2	Correspondence with Kirkland re: document requests to company (.10); review document request letter to company (.30); review first day declaration regarding potential investigation topics (.40); review unanimous written consent appointing Special Committee and establishing its scope (.30); correspondence with S. Kirpalani re: same (.10); review background materials for investigation (.90)	2.10	2,835.00
07/19/22	SK2	Attend Zoom with MSlade (K&E) to discuss document collection issues (.5); meet w/K Scherling and Z Russell re startup work streams (.5); review and revise retention application and declaration (1.0).	2.00	4,260.00
07/19/22	KS2	Attend call with Kirkland & Ellis re: document discovery update (.40)	0.40	540.00
07/19/22	ZR1	Prepare for call with debtors' counsel	1.20	1,476.00

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		(.5); call with M. Slade and follow up (.7).		
07/20/22	KL	Review first day declaration (.3).	0.30	531.00
07/22/22	KS2	Correspondence with S. Kirpalani re: first round of documents from Company (.10); correspondence with M. Slade re: same (.10); survey of initial round of documents received (.40).	0.60	810.00
07/25/22	SK2	Correspond w/Z. Russell, K. Lemire, K. Scherling re outstanding document requests and follow-up (.4); reviewing loan documentation relating to Voyager LLC's loans of crypto assets (1.8); review research memo on bankruptcy of non-custodial exchanges and customer exposure (2.3).	4.50	9,585.00
07/25/22	ZR1	Review documents (1.2) correspondence with QE team members and K&E team re document collection and review (.4); prepare supplemental document requests (3.4); review risk disclosures and public diligence policies for comparable firms (4.9).	9.90	12,177.00
07/25/22	KL	Call to M. Mandell; send M. Mandell materials (.3).	0.30	531.00
07/25/22	KS2	Review learning memo re: property issues raised by crypto exchanges (.40); correspondence with S. Kirpalani and Z. Russell re: same (.20); review latest docket filings (.60).	1.20	1,620.00
07/26/22	MM6	Initial team legal strategy meeting (1.8); call with Z. Russell to discuss discovery requests (.5); begin drafting discovery letter (1.2).	3.50	4,305.00
07/26/22	SK2	Review first-day declaration and presentation (2.5); review background on company, industry dynamics, introductory articles about crypto jargon (3.3); attend team meeting in conference room to discuss outline of work plan, inventory of documents	7.60	16,188.00

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		requested/received, research issues (1.8).		
07/26/22	ZR1	Prepare for team meeting (1.1); document review (2.1); team meeting (1.8); prepare and circulate notes from team meeting (1.3); call MM re supplemental RFPs (.5); prepare work plan and budget (1.3); pull and review relevant legal articles (1.0)	9.10	11,193.00
07/26/22	KL	Review First Day filing and related documents (1.3); tc M. Mandell, K. Scherling, S. Kirpalani, Z. Russell re law, mandate, and next steps (1.8).	3.10	5,487.00
07/26/22	KS2	Review documents relating to Three Arrows Capital loan (.70); attend meeting/call with S. Kirpalani, K. Lemire, M. Mandell, and Z. Russell re: workplan and strategy (1.80); review docket for case timeline (.20); correspondence with S. Kirpalani and Z. Russell re: same (.10); review and revise task list (.10).	2.90	3,915.00
07/27/22	MM6	Continue work on drafting supplemental Discovery requests (2.0); read team email correspondence and review memorandum of proposed work plan (.5)	2.50	3,075.00
07/27/22	SK2	Reviewing documents produced relating to loan transactions (1.5); reviewing research on legal issues relating to crypto assets (1.3); revising draft memo to independent directors regarding work plan for investigation and timing considerations (.8).	3.60	7,668.00
07/27/22	ZR1	Prepare work plan memo (6.1); review and revise memo (1.3); correspondence with client re work plan (.3); document review (3.2)	10.90	13,407.00
07/27/22	KS2	Review and revise memo to Independent Directors regarding Investigation (.90); review S. Kirpalani comments to same (.20); review and	1.90	2,565.00

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		revise draft supplemental document requests to the Company (.50); review research re: asset ownership (.30).		
07/28/22	MM6	Revise draft of RFPs to conform to Work Plan Memo and add K. Lemire's edits regarding cryptocurrency into draft RFPs (1.50).	1.50	1,845.00
07/28/22	ZR1	Review and revise proposed order (1.1); review and revise supplemental RFPs (1.6); Document review (3.6).	6.30	7,749.00
07/28/22	KS2	Revise discovery requests to Company (1.80); correspondence with M. Mandell re: same (.10).	1.90	2,565.00
07/28/22	KL	Draft document requests re crypto regulatory licensing materials (.4).	0.40	708.00
07/29/22	MM6	Review team email correspondence regarding meetings with outside experts and next steps in investigation (.1); review draft of RFAS sent by K. Scherling and send additional edits (.3)	0.50	615.00
07/29/22	ZR1	Correspondence with KS re onboarding JC and with JC re discovery materials (.6); document review (1.5).	2.10	2,583.00
07/29/22	KL	Review work plan and circulated materials (.4).	0.40	708.00
07/29/22	KS2	Revise supplemental document requests (.30); emails and call with J. Caytas and Z. Russell re: investigation (.90).	1.20	1,620.00
07/29/22	JDC	Confer with K. Scherling regarding case background and discovery (0.3); analyze court filings and case background documentation (2.9); review supplemental information requests (0.1).	3.30	3,613.50
07/30/22	ZR1	Legal research on issues presented by crypto assets and bankruptcy (review of scholarly articles on the status of a cryptocurrency as a security, custody, property of the estate, and the impact of bankruptcy on a crypto exchange	10.90	13,407.00



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		(8.1); document review (2.8).		
07/30/22	KS2	Review J. Caytas summary of document production (.30); correspondence with J. Caytas and Z. Russell re: same (.20); review background research materials for investigation (1.30).	1.80	2,430.00
07/30/22	JDC	Prepare summary chart of produced documents (4.3); correspond with K. Scherling, Z. Russell and S. Kirpalani regarding relevancy of produced documents for investigation (0.4).	4.70	5,146.50
07/31/22	SK2	Reviewing summary of documents received to date from J. Caytas (.6); review documents pertaining to loan transaction (.8); attend zoom w/Committee counsel and financial advisors, Kirkland, K. Lemire, K. Scherling, J. Caytas re protocol for sharing information and conducting investigation (.7); correspond w/independent directors updating on activities (.3).	2.40	5,112.00
07/31/22	KL	Call with counsel for creditors committee and counsel for debtor re coordination of investigation and timeline (.7); edit supplemental requests (.5).	1.20	2,124.00
07/31/22	ZR1	Prepare for and attend call with UCC counsel (.7); call with MM re workstreams (.3); legal research on crypto issues (3.2); document review (2.8); review RFPs (.4); discovery logistics emails with KS/JC (.2).	7.60	9,348.00
07/31/22	KS2	Correspondence with S. Kirpalani re: items to discuss with Committee Counsel (.30); prepare for and attend call with Committee Counsel (.80); review proposed plan for specific provisions and correspondence with S. Kirpalani and Z. Russell re; same (.50).	1.60	2,160.00
07/31/22	MM6	Team call with Darren Azman	5.00	6,150.00

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representing UCC creditor's committee  
(1.0); latest news article research/sweep  
on Voyager and legal research on  
elements of fraudulent transfer and  
other potential claims against directors  
and officers (4.0).

07/31/22	JDC	Teleconference with McDermott, Kirkland, and QE teams regarding investigation process and document production (0.7); review document production (5.2); correspond with Z. Russell and K. Scherling regarding produced documents (0.3).	6.20	6,789.00
SUBTOTAL			137.40	193,581.00

## Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	25.30	2,130.00	53,889.00
Katherine Lemire	KL	Partner	5.70	1,770.00	10,089.00
Katherine A. Scherling	KS2	Counsel	44.40	1,350.00	59,940.00
Meredith Mandell	MM6	Associate	13.00	1,230.00	15,990.00
Zachary Russell	ZR1	Associate	94.10	1,230.00	115,743.00
Joanna Caytas	JDC	Associate	14.20	1,095.00	15,549.00

## Expense Summary

Description	Amount
Document Reproduction	50.10
Color Document Reproduction	74.80
Word processing	9.00
Velobind	3.75
Total Expenses	\$137.65

**quinn emanuel trial lawyers**  
**quinn emanuel urquhart & sullivan, llp**

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### Current Invoice Summary

Matter Name : Limited Engagement For Voyager Digital, LLC Special Committee

Matter #: 11603-00001

Bill Date: August 16, 2022

Invoice Number: 101-  
0000139142

Total Fees.....\$244,080.00

Expenses.....\$137.65

Total Due this Invoice.....\$244,217.65

**Payment Due By September 18, 2022**

**Please reference invoice number and send check to:**

**Quinn Emanuel Urquhart & Sullivan, LLP**

865 S. Figueroa St., 10th Floor  
 Los Angeles, CA 90017

Or Wire funds  
to:

City National Bank  
 555 South Flower St., 12th Floor  
 Los Angeles, CA 90071  
 Quinn Emanuel Urquhart & Sullivan, LLP  
 Deposit Account [REDACTED]  
 122016066  
 CINAUS6L

Account Info:  
 Bank Account:  
 Bank ABA No.:  
 Swift Code:

**References:**

*Invoice number and client name / matter number please*

Tax ID# 95-4004138